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Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
DBSD NORTH AMERICA, INC., <i>et al.</i> , ¹)	Case No. 09-13061 (REG)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF FILING OF MODIFIED ENGAGEMENT LETTER IN
CONNECTION WITH THE APPLICATION TO RETAIN
JEFFERIES & COMPANY, INC. AS INVESTMENT BANKER AND
FINANCIAL ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE**

PLEASE TAKE NOTICE that the Debtors intend to present the Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Jefferies & Company, Inc. as

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: DBSD North America, Inc. (6404); 3421554 Canada Inc. (4288); DBSD Satellite Management, LLC (3242); DBSD Satellite North America Limited (6400); DBSD Satellite Services G.P. (0437); DBSD Satellite Services Limited (8189); DBSD Services Limited (0168); New DBSD Satellite Services G.P. (4044); and SSG UK Limited (6399). The service address for each of the Debtors is 11700 Plaza America Drive, Suite 1010, Reston, Virginia 20190.

Investment Banker and Financial Advisor *Nunc Pro Tunc* to the Petition Date (the “**Jefferies Retention Application**”) at the hearing on July 14, 2009 at 2:00 pm prevailing Eastern Time.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit A is a copy of the Second Amended and Restated Engagement Letter and attached hereto as Exhibit B is a blackline comparing the Second Amended and Restated Engagement Letter against the Amended and Restated Engagement Letter attached to Jefferies Retention Application filed on May 21, 2009 [Docket No. 38].

New York, New York
Dated: July 9, 2009

/s/ Marc J. Carmel

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